



N98000005088
Department of
Environmental Protection

Lawton Chiles
Governor

Marjory Stoneman Douglas Building
3900 Commonwealth Boulevard
Tallahassee, Florida 32399-3000

Virginia B. Wetherell
Secretary

September 1, 1998

Mr. David Mann, Director
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

600002632966--8

Dear Mr. Mann:

This letter is to certify to you that the Friends of Washington Oaks State Gardens, Inc., is a duly authorized citizen support organization which is under contract to provide support for the Division of Recreation and Parks in accordance with Section 258.015, F.S.

Sincerely,

Fran P. Mainella

Fran P. Mainella, CLP
Director
Division of Recreation and Parks

FPM/paw
Attachments

*Dmc
9/8/98*

*Pursuant to F.S. 617.0122
this filing is exempt from
any fees required for
incorporation when certified
by the Dept. of Environmental
Protection.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP -4 AM 8:24

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ARTICLES OF INCORPORATION OF

98 SEP -4 AM 8: 23

Friends of Washington Oaks State Gardens, Inc.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

(a corporation not for profit)

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is Friends of Washington Oaks State Gardens, Inc.

ARTICLE II

Purposes

This is a non-profit corporation organized exclusively for public charitable and educational purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. Specifically this non-profit corporation is organized to function as a citizen support organization for Washington Oaks State Gardens in The Hammock, Flagler County, Florida, in order to generate and create additional resources and support for and in the best interest of the park through events and activities, including, but not necessarily limited to the following: work for the preservation, protection, interpretation and promotion of Washington Oaks State Gardens; through special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, guided tours, and additional activities or events which are designed to meet the needs of Washington Oaks State Gardens.

ARTICLE III

Duration

This corporation shall exist perpetually from the date it is filed with the Department of State, unless sooner dissolved voluntarily or by law.

ARTICLE IV

Management of Corporate Affairs

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the By-Laws of the Corporation.

The number of directors of this corporation shall be nine (9), provided however, that such number may be changed by a majority vote of the membership present and entitled to vote at a general membership meeting. The directors hereinafter named shall hold office until the first annual meeting, at which time new directors will be elected. The names and addresses of such initial directors are provided under Article XII.

ARTICLE V

Resident Agent and Office

The street address of the initial registered office is 6400 North Ocean Shore Blvd., Palm Coast, FL 32137, and the name of the initial registered agent at such address is Eugenia C. Noel. The principal office and registered office shall be identical.

ARTICLE VI

Membership

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the By-Laws of the Corporation.

ARTICLE VII

Amendment of the By-Laws

By-Laws of the Corporation may be made, altered, rescinded or added to by a majority vote of the membership present and entitled to vote thereon any duly called general membership meeting of the Corporation upon 21 days notice of the proposed amendments.

ARTICLE VIII

Amendment of the Articles of Incorporation

Amendments to these Articles of Incorporation may be made by a majority vote of the membership present and entitled to vote at any duly called general membership meeting of the Corporation upon 21 days notice of the proposed amendments.

ARTICLE IX

Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational and charitable purposes as set forth above, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE X

Earnings and Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE XI

Distribution of Assets

In the event of dissolution or other termination of the corporation, title to all of its assets shall vest in the Department of Environmental Protection of the State of Florida, or its successor, to be used exclusively for the purposes hereinabove set forth, if being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

ARTICLE XII

The names and residence addresses of the initial Board of Directors and additional Subscribers of this Corporation are:

Board of Directors:

President

Eugenia C. Noel
9 Mala Comprá Road
Palm Coast, FL 32137-2747
(904) 445-3273

Vice-President

Lynette Good
435 Elsie Avenue
Holly Hill, FL 32117-4325
(904) 258-6668

Secretary

Shelia Gawthrop
2401 Swordfish Lane
Edgewater, FL 32141
(904) 424-9534

Subscribers:

Nancy Weathers
23 Osceola Avenue
Palm Coast, FL 32137
(904) 446-4900

Jeff Hallett
3756 Hilliard Road
Jacksonville, FL 32217
(904) 737-5253

Mary Gurnee
P.O. Box 1648
Flagler Beach, FL 32136
(904) 439-3663

BOARD OF DIRECTORS

Jamie Chase
1404 S. Daytona Avenue
Flagler Beach, FL 32136
(904) 439-1721

Al Hadeed, County Attorney
1200 E. Moody Blvd. #11
Bunnell, FL 32110
(904) 437-7483

Suzanne Ahnell
P.O. Box 311
Flagler Beach, FL 32136
(904) 446-5353

Elizabeth R. Kiffney
16 San Pablo Court
Palm Coast, FL 32137
(904) 445-8065

Sue Ewald
39 Andover Drive
Palm Coast, FL 32137
(904) 445-4364

Bruce Piatek
1850 Princess Place Road
Palm Coast, FL 32137
(904) 446-7630

The undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1998.

(Name) Eugenia C. Noel (Title) President
Eugenia C. Noel

FILED

98 SEP -4 AM 8:23

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes,
the following is submitted in compliance with said sections:

Friends of Washington Oaks State Gardens, Inc., desiring to organize
under the laws of the State of Florida with its principal office as indicated in the
Certificate of Incorporation, at Hammock, Flagler County, State of Florida, has
named Eugenia C. Noel as its registered agent to accept service of
process within this state, who is located at 6400 North Ocean Shore Blvd., Palm
Coast, FL 32137.

Having been named as the registered agent for the above Corporation for
the purpose of accepting service of process at the registered office designated
in this certificate, I hereby accept such appointment and agree to act in such
capacity. I agree to comply with the provisions of said sections relative to
keeping open the registered office.

Eugenia C. Noel
Registered Agent

Eugenia C. Noel
Signature-Registered Agent

6/25/98
Date